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05-23-2002

U.S. Patent & TMO/TM Mail Rpt. Dt. #40

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼		REC T 102212920	DEPARTMENT OF COMMERCE S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
<b>1. Name of conveying party(ies):</b> <u>5-23-02</u> <u>Allied Systems, Ltd. (L.P.) (Assignor)</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership (Georgia) <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies)</b> Name: <u>Ableco Finance LLC</u> Internal Address: _____ Street Address: <u>450 Park Avenue</u> City: <u>New York,</u> State: <u>NY</u> Zip: <u>10022</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Corporation - Delaware</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No n/a (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>2/25/02</u>		<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>1,357,220</u>  Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Santo Manna, Esq.</u> Internal Address: _____ <u>Schulte Roth &amp; Zabel LLP</u>  Street Address: <u>919 Third Avenue</u>  City: <u>New York,</u> State: <u>NY</u> Zip: <u>10022</u>		<b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">1</span>  <b>7. Total fee (37 CFR 3.41).....\$</b> <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> <u>500675 - Schulte Roth &amp; Zabel LLP</u> (Attach duplicate copy of this page if paying by deposit account)	
<b>DO NOT USE THIS SPACE</b>			
<b>9. Statement and signature.</b> <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <u>Santo Manna, Esq.</u> <u>[Signature]</u> <u>May 22, 2002</u> Name of Person Signing                      Signature                      Date  Total number of pages (including cover sheet, attachments, and document): <span style="border: 1px solid black; padding: 2px;">5</span>			

05/31/2002 DBYRNE 00000001 500675 1354220  
01 FC:481 40.00 CH

Documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 2576 FRAME: 0880

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, ALLIED SYSTEMS, LTD. (L.P.) (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated February 25, 2002 (the "Security Agreement"), in favor of Ableco Finance LLC, as collateral agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

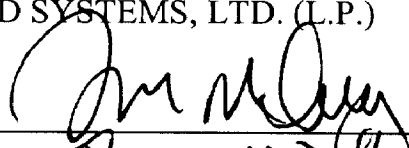
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized effective as of February 25, 2002.

ALLIED SYSTEMS, LTD. (L.P.)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
Thomas M Ditty  
Sr VP

STATE OF Georgia  
COUNTY OF DeKalb SS.:

On this 21 day of May, 2002, before me, the undersigned, personally appeared Sammy Shuffey, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Gaunt Birtcher

Notary Public, DeKalb County, Georgia  
My Commission Expires August 4, 2003

SCHEDULE

Trademark Registrations

Service Mark

*Miscellaneous Design*

Registration No.

1,357,220

Registration Date

8/27/85